

**divestcap**

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**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Monday, August 18, 2003 9:59 AM  
**To:** Shlomo Meichor  
**Cc:** Danny Golan; Avi Vigder; charles@divestcap.com  
**Subject:** FORTEL Structure Documents  
**Attachments:** GCI-SDC Development Agreement; GCI-SSC Distribution Agreement; Promissory Note [Exhibit A - Hale].doc; Promissory Note [Exhibit A - Hill].doc; Stock Purchase Agreement - Oldpoint-Hale [final].DOC; Stock Purchase Agreement - Oldpoint-Hill [final].DOC

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo,

In connection with the Fortel transactions, attached are agreements which document the agreement we reached at the time of the acquisition with respect to the structure. The basic purpose of these agreements is to do the following things:

Transfer ownership of Sightline Systems Corporation (SSC) from Oldpoint to Bruce and Charlie as individuals in exchange for two \$10K promissory notes, one from Charlie and one from Bruce. Make Sightline the North American distributor for the products of Glenridge Commercial Inc. Make a new corporation, Sightline Development Corporation (SDC), also owned by Bruce and Charlie, a contractor for GCI to develop the Sightline products.

These agreements follow the structure that is already in place:

GCI pays SDC 10% above its costs to develop and maintain the Sightline products. SSC receives a distribution discount on all North American sales as a result, GCI receives at least 50% of all North American revenue and 100% of all other revenue from the Sightline products.

Please contact me if you want clarification on any of these points. We have not yet opened the bank account for Sightline Development Corporation, which is the reason for that blank in one of the documents.

Please let me know if you comments on these documents.

Best regards,

Bruce G. Hill  
Divestiture Growth Capital  
617 489-6162 (office)  
617 818-3350 (mobile)  
[bruce@divestcap.com](mailto:bruce@divestcap.com)

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**divestcap**

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**From:** David Jordan [David.Jordan@pavis.com]  
**Sent:** Tuesday, August 26, 2003 6:56 AM  
**To:** Charlie Hale  
**Cc:** 'Reg Webb'; 'Bruce Hill'; shlomo@glenridgeci.com  
**Subject:** Re: Sales Analysis

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Charlie,

The original payment was submitted to our bank on 24th August 2003. Unfortunately they misplaced the amended bank mandate changing the signatories from John to myself and we had to complete them again on 31st July, the date they finally processed the payment with my signature on the transfer. The money left our bank account on 31st July. This will not happen again as we have the new mandate in place. What happened to the money between the 31st July & 4th August is a mystery which I can not answer. We know that we are to place the transfer with our bank by 2.00pm local time for it to be actioned on that day. This we are ensuring happens.

I hope this clears up the issue at least from the UK end.

Regards

David Jordan  
Intelligent Solutions  
Telephone +44 (0) 1372 378899  
Mobile +44 (0) 7855941997

----- Original Message -----

**From:** [charles@divestcap.com](mailto:charles@divestcap.com)  
**To:** 'David Jordan'  
**Cc:** 'Reg Webb'; 'Bruce Hill'; shlomo@glenridgeci.com  
**Sent:** Sunday, August 24, 2003 6:17 PM  
**Subject:** RE: Sales Analysis

David -- the GCI bank registered PAVIS's \$111,855.13 transfer as having been received August 4, 2003 -- fully 13 days after you wrote to us (below) that you had instructed the wire.

If this delay is as bad as it looks, GCI will need to change banks -- the service has been either poor or deceptive. Would you please provide confirmation for us that you did indeed issue payment on July 24? Thank you.

Charlie

Charles C. Hale  
DivestCap Management Corp  
Divestiture Growth Capital LLC  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2122  
NY Office: 212 651 9023  
eFax: 702 977 3355  
[charles@divestcap.com](mailto:charles@divestcap.com)

Visit DivestCap at:  
[www.divestcap.com](http://www.divestcap.com)

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**From:** charles@divestcap.com  
**Sent:** Thursday, February 26, 2004 10:57 AM  
**To:** 'Bruce Hill'; 'Debi Ray'  
**Subject:** FW: Last wire transfer

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

OK – maybe I am wrong about Oskar's not paying the last payment if he knows he'll be in trouble without '04 maint.

Still, let's wait to respond until we check the bank account.

Charlie

Charles C. Halo  
DivestCap Management Corp  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2272  
NY Office: 212 651 9023  
charles@divestcap.com

Visit DivestCap at:  
[www.divestcap.com](http://www.divestcap.com)

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-----Original Message-----

**From:** Oscar Jimenez [mailto:ojimenez@ascisa.com]  
**Sent:** Thursday, February 26, 2004 10:24 AM  
**To:** charles@divestcap.com  
**CC:** 'Bruce Hill'; 'Debi Ray'; 'Luis Carazo Johanning'  
**Subject:** RE: Last wire transfer

Good morning,

Our bank made the wire transfer yesterday. The number for that wire transfer is 5030224.

We hope you are going to receive the money on Friday. Please let us know.

Regards,

Oscar.

-----Mensaje original-----

**De:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Enviado el:** Monday, February 23, 2004 2:35 PM  
**Para:** ojimenez@ascisa.com  
**CC:** 'Bruce Hill'; 'Debi Ray'; 'Luis Carazo Johanning'  
**Asunto:** RE: Last wire transfer

Oscar – yes – the bank info is still the same (as last time and as on the invoice). Debi – would you please Oscar a set of 8 day temp keys? We'll be sure to send permanent post payment. Thank you.

Charlie

-----Original Message-----

From: David Jordan [mailto:David.Jordan@pawis.com]

Sent: Thursday, July 24, 2003 11:27 AM

To: Charlie Hale

Cc: Reg Webb; Gordon Pell; Bruce Hill

Subject: Sales Analysis

Charlie,

Please find attached the latest Sales Analysis Schedule.

We have today instructed the bank to make a payment of \$111,865.13 to yourselves. this covers all the items marked paid 24/07/2003 less the payment made on your behalf to D Simmonds - \$6,080 (£3,800)

Regards

Dave Jordan

-----Original Message-----

From: David Jordan [mailto:David.Jordan@pavis.com]

Sent: Thursday, July 24, 2003 11:27 AM

To: Charlie Hale

Cc: Reg Webb; Gordon Fell; Bruce Hill

Subject: Sales Analysis

Charlie,

Please find attached the latest Sales Analysis Schedule.

We have today instructed the bank to make a payment of \$111,865.13 to yourselves. this covers all the items marked paid 24/07/2003 less the payment made on your behalf to D Simmonds - \$6,080 (£3,800)

Regards

Dave Jordan.

**divestcap**

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**From:** charles@divestcap.com  
**Sent:** Saturday, December 27, 2003 6:14 PM  
**To:** Shlomo Melchor  
**Cc:** Bruce Hill  
**Subject:** GCI Payment

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo – I never received that fax from you with the GCI bank account update. I have a ~\$2.2 million wire to you waiting on it. When you can, would you please send to my eFax 702 977 3355?

Thanks,

Charlie

Charles C. Hale  
DivestCap Management Corp  
Divestiture Growth Capital LLC  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

**Visit DivestCap at:**  
**[www.divestcap.com](http://www.divestcap.com)**

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**divestcap**

---

**From:** Bruce Hill [bruce@divestcap.com]  
**Sent:** Thursday, April 29, 2004 1:27 PM  
**To:** Shlomo Meichor  
**Subject:** Glenridge contracts  
**Attachments:** GCI-SSC Distribution Agreement.doc, GCI-SDC Development Agreement.doc

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo,

Here are the two documents that you could not open.

FYI – you were right about the transfer from Oldpoint to GCI. I do not have a copy of the document where Oldpoint contributed the assets to GCI.

Any word on when we will receive the scanned GCI corporate documents?

Thanks,

Bruce

Charles C. Hale  
DivestCap Management Corp  
660 Madison Avenue, Floor 21  
New York, NY 10021  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

Visit DivestCap at:  
[www.divestcap.com](http://www.divestcap.com)

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-----Original Message-----

From: Oscar Jimenez (mailto:[ojimenez@asclisa.com](mailto:ojimenez@asclisa.com))  
Sent: Monday, February 23, 2004 2:04 PM  
To: [charles@divestcap.com](mailto:charles@divestcap.com)  
Cc: Bruce Hill; 'Debi Ray'; Luis Carazo Johanning  
Subject: Last wire transfer  
Importance: High

Good afternoon,

We are preparing the last wire transfer. Please confirm us that we can use same bank information.

Our bank is going to send the money on Wednesday.

BNCR temporary keys expires on Saturday 28th, so we would like to know if you can please send us another temporary keys (8 days something like that) so BNCR can use the product until you receive the money and we receive the permanent keys. We would need the keys by Thursday 26, so BNCR can install them before the weekend.

Regards,

Oscar.



**divestcap**

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**From:** Tytis, Albert [ATytis@bryancave.com]  
**Sent:** Monday, May 17, 2004 12:28 PM  
**To:** Shlomo Melchor; Bruce Hill  
**Cc:** Henderson, Kenneth L.; Weigell, Charles  
**Subject:** FW: FORTEL/OLDPOINT IP ISSUES

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo and Bruce,

Please see the e-mail below from one of my colleagues with regard to the Old Point IP transfer. We should find a time to discuss how best to proceed on this matter.

Best,  
Al

Albert Tytis, Esq.  
Bryan Cave LLP  
1290 Avenue of the Americas  
New York, NY 10104  
Phone: (212) 541-2323  
Fax: (212) 261-9853  
e-mail: [atytis@bryancave.com](mailto:atytis@bryancave.com)

-----Original Message-----

**From:** Weigell, Charles  
**Sent:** Monday, May 17, 2004 11:22 AM  
**To:** Tytis, Albert  
**Cc:** Henderson, Kenneth L.  
**Subject:** FORTEL/OLDPOINT IP ISSUES

Al, the following summarizes the status of the various IP assets listed in the Intangible Property Rights schedule (i.e., identified as Exhibit A to the Intellectual Property Assignment between Fortel, Inc. and Oldpoint International Corporation dated April 25, 2003).

As you know, the Assignment conveyed from Fortel to Oldpoint (through the PSA with DivestCap Management Corp. referenced in the Assignment preamble) all of Fortel's right, title and interest in and to the Intangible Property Rights listed on Exhibit A. Exhibit A lists trademark applications and registrations, issue and pending patents, registered copyrights, software products, and products in development. I have reviewed and considered only the registrations, issued patents, and pending applications listed (and not the software and products in development listed).

With respect to the trademarks, copyrights and patents, certain of these apparently never matured or are no longer valid or subsisting. A more detailed review based on information available from on-line sources follows:

#### I. Trademarks

The Trademarks listed on Exhibit A correspond solely to trademark registrations and pending applications in the United States, Canada, Europe (CTM) and Switzerland. No domain names, trade dress, or common law marks are listed.

Three of the U.S. registrations are canceled, and four other applications (two in the European Community and two in Canada) have abandoned. These include:

##### 1) Canceled U.S. Registrations:

Of the Trademarks listed on Exhibit A, the following U.S. Trademark Registrations were canceled after the Assignment effective date (4/25/03):

**DATAMETRICS**, U.S. Registration No. 2,008,196, canceled July 19, 2003, for failure to file an Affidavit of Continued Use or Excusable Non-Use of the mark under Trademark Act Section 8.

**ZITEL**, U.S. Registration No. 1,230,923, expired December 20, 2003, for failure to file a Renewal/Affidavit of Continued Use or Excusable Non-Use. See Trademark Act Sections 8 and 9.

**THE FORTEL GROUP**, U.S. Registration No. 1,737,071, expired September 6, 2003, no Renewal/Affidavit of Continued Use or Excusable Non-Use filed. See Trademark Act Sections 8 and 9.

Please note, notwithstanding these cancellations, common law rights to these marks may still exist depending on the nature and extent of their use, and their ownership or licensing arrangements, if any.

2) Abandoned CTM Applications:

The following applications listed as pending in the European Community abandoned prior to registration:

**SIGHTLINE**, CTM Application No. 1801570, application withdrawn August 21, 2002.

**FORTEL**, CTM Application No. 1801804, application withdrawn August 21, 2002.

Continued use of these marks in many European Countries, absent registration, may be vulnerable as many countries do not recognize such use as conferring substantial rights.

3) Abandoned Canadian Registrations:

The following applications listed as pending in Canada are also abandoned:

**SIGHTLINE**, Ca. Application No. 10/7077900, abandoned September 18, 2002.

**FORTEL**, Ca. Application No. 10/7077400, abandoned September 24, 2003.

Canada does recognize rights arising from use in commerce. Nonetheless, if these marks are presently in use in Canada, registration there should be considered.

Removing these abandoned and canceled references, the following trademark registrations listed on Exhibit A are still in effect:

**VIEWPOINT**, U.S. Registration No. 2,204,955 (although an Affidavit of Continued Use or Excusable Non-Use for this mark is due to be filed with the Patent and Trademark Office by November 24, 2004).

**SIGHTLINE**, U.S. Registration No. 2,778,159 (listed as Pending Application No. 76/023,849 on Exhibit A).

**FORTEL**, U.S. Registration No. 2,750,782 (listed as Pending Application No. 76/023,847 on Exhibit A).

**ZITEL**, European Community Registration No. 27326.

**SIGHTLINE**, Swiss Registration No. 482,456.

**FORTEL**, Swiss Registration No. 482,457

However, from the accessible on-line records I consulted, each of the above is still in the name of Fortel, Inc., and at least the two U.S. registrations are subject to Security Interests dating before the bankruptcy disposition in 2003.

Upon further instructions, I will prepare the requisite Nunc Pro Tunc assignment papers to effectuate the oral assignment of June 6, 2003 as to the remaining subsisting trademark registrations (as well as for the relevant Patents and Copyright Registrations).

## II. Copyright Registrations and Patents

Of the Copyright registrations listed on Exhibit A, the registration for Viewpoint listed as TX-3-213-053 (listed in the name of Datametrics Systems Corporation) apparently revised the earlier Viewpoint registration TX-2-837-289, which earlier registration was not accessible from the Copyright Office on-line database (and may have been subsumed by the revised registration). The nature of the revisions could not be determined from on-line records.

As to the Patents listed on Exhibit A, the Canadian Patent Application (No. 2167307) abandoned in 2000.

The listed issued U.S. Patent (No. 5,452,440) and European Patent (EP 708942) apparently are still in force. The U.S. Patent is presently assigned to Fortel, Inc., the European Patent is listed in the name of Zitel Corp.

As search of the "family", i.e., applications filed based on or related to the above European and U.S. Patents, revealed at least 13 other applications filed in other countries, including in Germany, Australia, Austria, Denmark, and Greece. Determining the status of these applications (all of which are in the name of Zitel Corp) shall require further investigation (I suspect none have issued).

## III. Sightline Systems

The former Fortel, Inc. website at [www.fortel.com](http://www.fortel.com) now links to [www.sightlinesystems.com](http://www.sightlinesystems.com), and names Sightline Systems Corporation as the new name of Fortel, Inc. (as so renamed by DivestCap). Corporate records show the date of incorporation of Sightline Systems (a Delaware Corporation) as April 29, 2003, four days after the transfer of the Fortel IP assets to Oldpoint International Corporation.

Sightline Systems' use of any of the trademarks, patents or copyrights formerly held by Fortel, Inc. listed on Exhibit A, may present ownership and validity issues (especially as to the trademarks). Present licensing or use of these assets, whether by Sightline Systems, Oldpoint, or others should be considered.

Please contact me with any questions or to discuss any of the foregoing.

Charles T.J. Weigell  
Bryan Cave LLP  
1290 Avenue of the Americas  
New York, N.Y. 10104  
(212) 541-1298  
(212) 541-4530 (Fax)

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divestcap

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**From:** Bruce Hill [bruce@solsticeg.com]  
**Sent:** Monday, May 17, 2004 4:37 PM  
**To:** Tyllis, Albert; Shlomo Melchor  
**Cc:** Henderson, Kenneth L.; Weigell, Charles  
**Subject:** RE: FORTEL/OLDPOINT IP ISSUES

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Albert,

Please suggest a time that makes sense for you. Just so you are aware, SightLine and ViewPoint are the only marks that retain any real value. I believe that licensing of the SightLine mark to SightLine Systems Corporation would be a prudent course of action.

Bruce

-----Original Message-----

**From:** Tyllis, Albert [mailto:ATyllis@bryancave.com]  
**Sent:** Monday, May 17, 2004 12:28 PM  
**To:** Shlomo Melchor; Bruce Hill  
**Cc:** Henderson, Kenneth L.; Weigell, Charles  
**Subject:** FW: FORTEL/OLDPOINT IP ISSUES

Shlomo and Bruce,

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Best,  
Al

Albert Tyllis, Esq.  
Bryan Cave LLP  
1250 Avenue of the Americas  
New York, NY 10104  
Phone: (212) 541-2323  
Fax: (212) 261-9853  
e-mail: [atyllis@bryancave.com](mailto:atyllis@bryancave.com)

-----Original Message-----

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**Sent:** Monday, May 17, 2004 11:22 AM  
**To:** Tyllis, Albert  
**Cc:** Henderson, Kenneth L.  
**Subject:** FORTEL/OLDPOINT IP ISSUES

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**FORTEL**, CTM Application No. 1801604, application withdrawn August 21, 2002.

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**SIGHTLINE**, Swiss Registration No. 432,456.

**FORTEL**, Swiss Registration No. 482,457.

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Please contact me with any questions or to discuss any of the foregoing.

Charles T.J. Weigell  
Bryan Cave LLP  
1290 Avenue of the Americas  
New York, N.Y. 10104  
(212) 541-1298  
(212) 541-4630 (Fax)

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**divestcap**

---

**From:** charles@divestcap.com  
**Sent:** Friday, May 28, 2004 1:51 AM  
**To:** Shlomo Meichor  
**Cc:** bruce@divestcap.com  
**Subject:** GCITODO\_2.doc  
**Attachments:** GCITODO\_2.doc; May invoice; Denton Agreement.elf; SightLine Systems Invoice - Widetech 10-21-03.xls; SightLine Systems Invoice - Genesis2-2.xls; SightLine Systems Invoice - Widetech2-2.pdf; NZ IRD 20030714.xls; INTERNATIONAL DISTRIBUTOR AGREEMENT\_redline.doc; PAWS-DivestCap Distribution Agreement 4-29-03 Final (Non Redline).pdf

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo - I apologize for my delay in getting these data to you. Inexcusable. We're just absolutely maxxed out.

The "GCITODO\_2" word doc answers the questions you posted. The other attachments are an upload of the contracts I believe GCI to have signed.

Best regards,  
Charlie

**divestcap**

---

**From:** Shlomo Meichor  
**Sent:** Sunday, June 20, 2004 4:55 AM  
**To:** 'charles@divestcap.com'  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Hi Charlie,  
Any news re the clarifications I asked for GCL.  
Shlomo

divestcap

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**From:** charles@divestcap.com  
**Sent:** Sunday, June 20, 2004 8:13 PM  
**To:** Shlomo Meichor  
**Cc:** 'Bruce Hill'  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls  
**Attachments:** Model 31.1 (Incl Yearly Projections)\_Final (E).zip; Balances.doc

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo --

I get a match of the word doc with this model, which is our most recent one (and I thought a match with the one I had sent you, but perhaps I made a mistake?).

Sorry for not following up faster. Truthfully, I was waiting to hear back from you on the GCI-SSC distribution agreement docs. We haven't gotten those and need them for our audit. Can we take care of those expeditiously?

Charlie

Charles C. Hale  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** Shlomo Meichor [[mailto:shlomo@gofairny.com](mailto:mailto:shlomo@gofairny.com)]  
**Sent:** Sunday, June 20, 2004 4:55 AM  
**To:** charles@divestcap.com  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls

Hi Charlie,  
Any news re the clarifications I asked for GCI.  
Shlomo

**divestcap**

---

**From:** Shlomo Melchor  
**Sent:** Monday, June 21, 2004 3:49 AM  
**To:** 'charles@divestcap.com'  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

1. sent you the signature pages signed please send back with your signature.
  2. please sign the balances document and fax back also.
  3. Still waiting for the notes signed by you and Bruce...
- Shlomo

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Monday, June 21, 2004 2:13 AM  
**To:** Shlomo Melchor  
**Cc:** 'Bruce Hill'  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls

Shlomo --

I get a match of the word doc with this model, which is our most recent one (and I thought a match with the one I had sent you, but perhaps I made a mistake?).

Sorry for not following up faster. Truthfully, I was waiting to hear back from you on the GCI-SSC distribution agreement docs. We haven't gotten those and need them for our audit! Can we take care of those expeditiously?

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Charles C. Hale  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** Shlomo Melchor [mailto:shlomo@galainv.com]  
**Sent:** Sunday, June 20, 2004 4:55 AM  
**To:** charles@divestcap.com  
**Subject:** RE: Model 31.0(Incl Yearly Projections)\_Final (S).xls

Hi Charlie,  
Any news re the clarifications I asked for GCI.  
Shlomo

**divestcap**

---

**From:** Shlomo Melchor  
**Sent:** Monday, June 21, 2004 3:52 AM  
**To:** 'charles@divestcap.com'  
**Subject:** FW: GCITODO\_2.doc- urgent

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Charlie,  
do you have any answers to the attached....

-----Original Message-----

**From:** Shlomo Melchor  
**Sent:** Monday, June 14, 2004 9:27 AM  
**To:** 'charles@divestcap.com'  
**Subject:** RE: GCITODO\_2.doc- urgent

Hi CHARLIE,

1. I understood that payments to SSC are based on cost plus is it the case and what is the plus.
2. According to the contract between SSC and GCI, SSC payments are divided between licenses and maintenance is it really the case and if yes I need the break down and the period it is related to to differ the maintenance income to the relevant period.
3. with respect to all customers if income is for maintenance than some of it should be deferred. (i.e. if customer pays in April is he entitled to get services for the following year / month or not.
4. In the agreement with WEBB SYS unlike SSC there is a payment in advance for the distribution agreement could you please clarify that.

I need the above very urgent in order to finalize the audit there is a new guy assigned for that in E&Y and he started with a lot

of new questions I want to finish it before getting some more....

Shlomo

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Monday, June 07, 2004 6:58 PM  
**To:** Shlomo Melchor  
**Subject:** FW: GCITODO\_2.doc

resend

Charles C. Hale  
Mobile: 617 618 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Monday, May 31, 2004 3:53 PM  
**To:** 'Shlomo Melchor'  
**Cc:** 'Bruce Hill'  
**Subject:** RE: GCITODO\_2.doc

Shlomo -- I included it in the last word doc but will break it out on SighlLine letterhead asap. Here it is, attached.

Charlie

Charles C. Hale  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** Shlomo Meichor [mailto:shlomo@gaia.inv.com]  
**Sent:** Monday, May 31, 2004 3:41 AM  
**To:** charles@divestcap.com  
**Subject:** RE: GCITODO\_2.doc

Charlie,  
I am still missing the balance confirmation letter for Sight Line.  
This should be a letter on Sight line letter head saying:

this is to confirm that the out standing balance in GCI account for 30/4/2004 is :  
Engineering service (or what ever the services are.....) xxxx  
Royalties - yyyyy

Net - zzzz

thanks , Shlomo

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Friday, May 28, 2004 7:51 AM  
**To:** Shlomo Meichor  
**Cc:** bruce@divestcap.com  
**Subject:** GCITODO\_2.doc

Shlomo - I apologize for my delay in getting these data to you. Inexcusable. We're just absolutely maxxed out.

The "GCITODO\_2" word doc answers the questions you posted. The other attachments are an upload of the contracts I believe GCI to have signed.

Best regards,  
Charlie

**divestcap**

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**From:** Charles Hale [charles@divestcap.com]  
**Sent:** Monday, April 24, 2006 8:18 PM  
**To:** Shlomo Meichor  
**Cc:** Avi Vigder; Michelle Yi  
**Subject:** FW: Certification for ASCII

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Shlomo - Costa Rica requires that GCI do a certification for GCI's Costa Rican distributor, ASCII. This is a common practice in the developing world. Does the BVI have a Secretary of State (or equivalent) who can notarize a letter reaffirming the GCI-ASCII distributor relationship? Without certification, GCI could lose the end-user customer, which is the National Bank of Costa Rica.

Thanks

Charlie

Charles C. Hale  
Mobile: 617 818 2222  
NY Office: 212 651 9023  
[CHARLES@DIVESTCAP.COM](mailto:CHARLES@DIVESTCAP.COM)

---

**From:** Guy Bonney [mailto:guy.bonney@mgsinc.com]  
**Sent:** Monday, April 24, 2006 7:35 PM  
**To:** Charles Hale  
**Subject:** Fwd: Certification for ASCII  
**Importance:** High

Charlie,

We still need the certification for ASCII. Can't you get someone who is officially a GCI officer to do a certification? Perhaps you could find an agent in Bermuda or the Caymans to get a certification done.

Guy

**From:** "Oscar Jimenez" <ojimenez@asciisa.com>  
**To:** "Guy Bonney" <guy.bonney@mgsinc.com>  
**Subject:** Certification  
**Date:** Mon, 24 Apr 2006 16:51:15 -0600  
**X-Mailer:** Microsoft Office Outlook 11  
**Thread-Index:** AcZn8SJXmThEbZ1MRZyW3ew+dHdPSQ==

Hola Guy,

Do you know if Charlie is working on the certification?

Best regards,

Oscar Jimenez P.

**divestcap**

**From:** Charles Hale [charles@sagecap.com]  
**Sent:** Monday, June 28, 2004 9:52 AM  
**To:** Shlomo Melchor  
**Subject:** FW:

**Follow Up Flag:** Follow up  
**Flag Status:** Flagged

Charles C. Hale  
 Mobile: 617 818 2222  
 NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Monday, June 28, 2004 9:51 AM  
**To:** 'Shlomo Melchor'  
**Subject:** RE:

Charles C. Hale  
 Mobile: 617 818 2222  
 NY Office: 212 651 9023  
[charles@divestcap.com](mailto:charles@divestcap.com)

-----Original Message-----

**From:** charles@divestcap.com [mailto:charles@divestcap.com]  
**Sent:** Thursday, June 24, 2004 7:51 PM  
**To:** 'Shlomo Melchor'  
**Cc:** 'bnxoe@divestcap.com'  
**Subject:** RE: GCITODO\_2.doc- urgent

Sorry, Shlomo. Here they are.

Charlie

1. I understood that payments to SSC are based on cost plus is it the case and what is the plus.  
 > 10%

2. According to the contract between SSC and GCI, SSC payments are divided between licenses and maintenance is it really the case and if yes I need the break down and the period it is related to to differ the maintenance income to the relevant period  
 > The payment is for both maintenance and license when booked. Therefore, there is no difference in purchase price between the two. We accrue on our balance sheet a prepaid for the maintenance product purchase paid to GCI but not yet recognized on SSC's books.

3. with respect to all customers if income is for maintenance than some of it should be deferred, i.e. if customer pays in April is he entitled to get services for the following year /month or not.  
 > For SSC, it is. We lapse our maintenance. But for GCI, that would not be the appropriate accounting for our product purchase because GCI doesn't have the performance liability. Therefore, it shouldn't lapse and defer the maintenance for which we purchase the product.

4. In the agreement with WEBB SYS unlike SSC there is a payment in advance for the distribution agreement could you please clarify that.



> I'm afraid I can't. Webb doesn't have a prepaid but it has a guarantee. Guarantees are good if you can get them but relatively rare. It was just a good negotiations job versus them.

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**Sent:** Monday, June 07, 2004 6:58 PM  
**To:** Shlomo Meichor  
**Subject:** FW: GCITODO\_2.doc

resend

Charles C. Hale  
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**Sent:** Monday, May 31, 2004 3:53 PM  
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charles@divestcap.com

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**To:** Shlomo Meichor  
**Cc:** bruce@divestcap.com  
**Subject:** GCITODO\_2.doc

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